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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND DISALLOWING PROOF OF CLAIM NUMBER 15018
(AUTOMODULAR CORPORATION f/k/a AUTOMODULAR ASSEMBLIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors") and Automodular Corporation f/k/a Automodular Assemblies Inc., and its wholly-owned subsidiaries Tec-Mar Distribution Services, Inc., and Automodular Assemblies (Ohio) Inc. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Compromising And

Disallowing Proof Of Claim Number 15018 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, the Debtors' books and records reflect a prepetition payment obligation from Claimants to the Debtors; and

WHEREAS, on July 27, 2006, Claimant filed proof of claim number 15018, (the "Claim") against DAS LLC; and

WHEREAS, the Claim asserts an unsecured non-priority claim in the amount of \$549,277.73; and

WHEREAS, on or about March 29, 2006, April 27, 2006, and/or July 26, 2006, the Claimant asserted rights of setoff and recoupment under section 553 of the Bankruptcy Code; and

WHEREAS, October 31, 2006 the Debtors objected to the Claim pursuant to the Debtors' Third Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim, Claimant and DAS LLC have agreed to enter into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006; and

WHEREAS, pursuant to the Settlement Agreement, Claimant acknowledges and agrees that the Claim shall be disallowed; and

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. Within eleven (11) business days of the date of the entry hereof, Claimant shall pay to DAS LLC in cash the sum of \$14,427.98.
2. The Claim shall be disallowed in its entirety and expunged.

[signatures concluded on following page]

Dated: New York, New York
June 24, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Wilmington, Delaware
June 24, 2008

AUTOMODULAR CORPORATION f/k/a
AUTOMODULAR ASSEMBLIES INC., on
behalf of itself and its wholly owned
subsidiaries TEC-MAR DISTRIBUTION
SERVICES, INC., and AUTOMODULAR
ASSEMBLIES (OHIO) INC.
By its Counsel,
MCCARTER & ENGLISH, LLP
By:

/s/ Katherine L. Mayer
KATHARINE L. MAYER
Renaissance Centre
405 N. King Street, 8th Floor
Wilmington, Delaware 19801
(302) 984-6312

SO ORDERED

This 1st day of July, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE